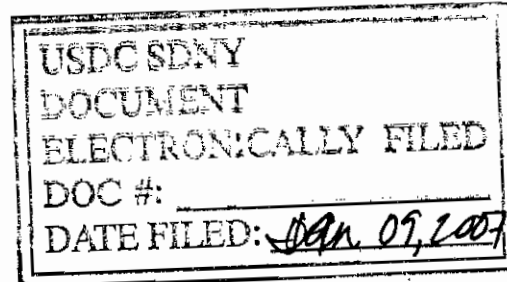


10-11-07



UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
NOMINATION DI ANTONIO E PAOLO GENSINI :  
S.N.C., :

Plaintiff,

07 cv 6959 (DAB)

-against-

H.E.R. ACCESSORIES LTD., PAN OCEANIC :  
GROUP, LLC, RICHARD TERZI, HYMIE :  
ANTEBY, SAM ANTEBY, JACK ANTEBY, :  
CLAIRE'S BOUTIQUES INC., CLAIRE'S :  
STORES, INC., SOCORRO ECHEVERRIA, d/b/a :  
DEALT-IN MARKETING, AGC INC., THOSE :  
CHARACTERS FROM CLEVELAND, INC., :  
AMERICAN GREETINGS CORPORATION, :  
ARTLIST INTERNATIONAL, INC., ARTLIST :  
INTERNATIONAL USA, INC., DIC I :  
CORPORATION d/b/a/ DIC ENTERTAINMENT :  
CORPORATION, HEARST HOLDINGS, INC., :  
FLEISCHER STUDIOS, INC., KING FEATURES :  
SYNDICATE, HOUGHTON MIFFLIN COMPANY, :  
UNIVERSAL STUDIOS LICENSING LLLP, :  
NINTENDO OF AMERICA, INC., JAMES K. :  
BENTON, SANRIO COMPANY, LTD., SANRIO :  
INC., VIACOM INTERNATIONAL, INC., JOHN :  
DOES 1-50; and, XYZ CORPORATIONS 1-50, :

Defendants.

----- X  
**STIPULATION AND ~~PROPOSED~~ ORDER FOR SUBSTITUTION OF COUNSEL**

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned attorneys and Plaintiff Nomination Di Antonio E Paolo Gensini S.N.C. that Plaintiff hereby substitutes its counsel of record in this matter. This action is not currently scheduled for trial.

**FORMER ATTORNEYS**

Plaintiff's former counsel:

Piliero Goldstein, LLP  
10 East 53<sup>rd</sup> Street, 36<sup>th</sup> Floor  
New York, New York 10022  
(212) 478-8500

are no longer Plaintiff's attorneys in this matter.

**NEW ATTORNEYS**

Plaintiff's new counsel in this matter and new attorneys of record on whom all notices and papers may be served is:

Robert D. Piliero, Esq. (RP 6898)  
Butzel Long, P.C.  
380 Madison Avenue  
New York, New York 10017  
212-818-1110

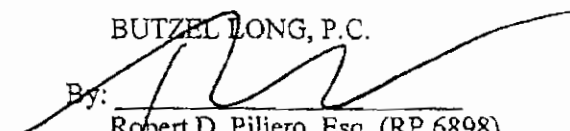
Dated: New York, New York  
November 26, 2007

NOMINATION DI ANTONIO E PAOLO  
GENSINI S.N.C.

By: Elda Fistan  
Name ELDA FISTANI  
Its Duly Authorized Representative

Dated: New York, New York  
December 1, 2007

BUTZEL LONG, P.C.

By:   
Robert D. Piliero, Esq. (RP 6898)  
380 Madison Avenue  
New York, New York 10017  
212-818-1110

*Attorneys for Plaintiff Nomination Di Antonio E  
Paolo Gensini S.N.C.*

November 30, 2007



PILIERO GOLDSTEIN, LLP

By: 

Robert D. Piliero (RP 6898)  
10 East 53<sup>rd</sup> Street  
New York, NY 10022  
(212) 478-8500

SO ORDERED

Dated: New York, New York  
December \_\_, 2007

  
Honorable Deborah A. Batts 

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
NOMINATION DI ANTONIO E PAOLO GENSINI :  
S.N.C., :

Plaintiff, :

-against- :

H.E.R. ACCESSORIES LTD., PAN OCEANIC  
GROUP, LLC, RICHARD TERZI, HYMIE  
ANTEBY, SAM ANTEBY, JACK ANTEBY,  
CLAIRE'S BOUTIQUES INC., CLAIRE'S  
STORES, INC., SOCORRO ECHEVERRIA, *d/b/a*  
DEALT-IN MARKETING, AGC INC., THOSE  
CHARACTERS FROM CLEVELAND, INC.,  
AMERICAN GREETINGS CORPORATION,  
ARTLIST INTERNATIONAL, INC., ARTLIST  
INTERNATIONAL USA, INC., DIC I  
CORPORATION *d/b/a*/ DIC ENTERTAINMENT  
CORPORATION, HEARST HOLDINGS, INC.,  
FLEISCHER STUDIOS, INC., KING FEATURES  
SYNDICATE, HOUGHTON MIFFLIN COMPANY,  
UNIVERSAL STUDIOS LICENSING LLLP,  
NINTENDO OF AMERICA, INC., JAMES K.  
BENTON, SANRIO COMPANY, LTD., SANRIO  
INC., VIACOM INTERNATIONAL, INC., JOHN  
DOES 1-50; and, XYZ CORPORATIONS 1-50,

Defendants. :

----- X

07 Cv 6959 (DAB)

**CONSENT TO CHANGE  
OF ATTORNEY**

We, the undersigned, do hereby consent and agree that the law firm Butzel Long, P.C., with offices located at 380 Madison Avenue, New York, New York 10017, be substituted as attorneys for Nomination Di Antonio E Paolo Gensini S.N.C., the plaintiff herein, in the place and stead of Pilicro Goldstein, LLP.

Dated: November 30, 2007

PILIERO GOLDSTEIN, LLP

By: 

Robert D. Piliero

NOMINATION DI ANTONIO E  
PAOLO GENSINI S.N.C.

By: 

Name ELDA FISTANI  
Its Duly Authorized Representative

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
NOMINATION DI ANTONIO E PAOLO GENSINI  
S.N.C.,

07 cv 6959 (DAB)

Plaintiff,

v.

**AFFIDAVIT IN SUPPORT OF  
APPLICATION FOR  
SUBSTITUTION OF COUNSEL**

H.E.R. ACCESSORIES LTD., PAN OCEANIC  
GROUP, LLC, RICHARD TERZI, HYMIE  
ANTEBY, SAM ANTEBY, JACK ANTEBY,  
CLAIRE'S BOUTIQUES INC., CLAIRE'S  
STORES, INC., SOCORRO ECHEVERRIA, d/b/a  
DELT-IN MARKETING, AGC INC., THOSE  
CHARACTERS FROM CLEVELAND, INC.,  
AMERICAN GREETINGS CORPORATION,  
ARTLIST INTERNATIONAL, INC., ARTLIST  
INTERNATIONL USA, INC., DIC I  
CORPORATION d/b/a DIC ENTERTAINMENT  
CORPORATION, HEARST HOLDINGS, INC.,  
FLEISCHER STUDIOS, INC., KING FEATURES  
SYNDICATE, HOUGHTON MIFFLIN COMPANY,  
UNIVERSAL STUDIOS LICENSING LLLP,  
NINTENDO OF AMERICA, INC., JAMES K.  
BENTON, SANRIO COMPANY, LTD., SANRIO  
INC., VIACOM INTERNATIONAL, INC., JOHN  
DOES 1-50; AND, XYZ CORPORATIONS 1-50,

Defendants.

-----X

STATE OF NEW YORK     )  
                                  ) ss.:  
COUNTY OF NEW YORK    )

Robert D. Piliero, being duly sworn, hereby deposes and says:

1. I am a former member of the firm of Piliero Goldstein, LLP, which had been serving as counsel for Plaintiff Nomination Di Antonio E Paolo Gensini S.N.C. in the above-captioned action.


2. I am now a member of the firm of Butzel Long, P.C. resident in the New York City office.

3. This affidavit is respectfully submitted in support of Butzel Long's application to be substituted as counsel for Nomination Di Antonio E Paolo Gensini S.N.C.

4. This substitution will not prejudice any of the parties or delay this action.

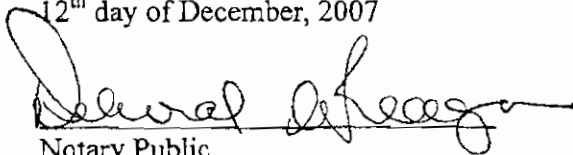
5. As set forth in the accompanying stipulation, order and consent, Nomination Di Antonio E Paolo Gensini S.N.C. consents to the withdrawal of Piliero Goldstein, LLP and the substitution of Butzel Long, P.C.

WHEREFORE, it is respectfully requested that Butzel Long's application to be substituted in the place and stead of Piliero Goldstein, LLP as counsel for Nomination Di Antonio E Paolo Gensini S.N.C. be granted in all respects.



Robert D. Piliero

Sworn to before me this  
12<sup>th</sup> day of December, 2007



Notary Public

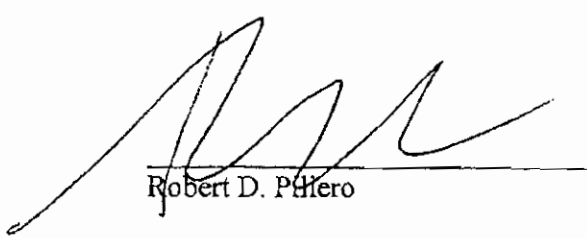
**DEBORAH A. REAGAN**  
Notary Public, State of New York  
No. 01RE6095376  
Qualified in Westchester County  
Commission Expires July 7, 2011

**CERTIFICATE OF SERVICE**

I, Robert D. Piliero, the undersigned attorney at law duly admitted to practice in the State of New York, respectfully show that on the 13th day of December, 2007, the annexed **STIPULATION AND [PROPOSED] ORDER FOR SUBSTITUTION OF COUNSEL, CONSENT TO CHANGE OF ATTORNEY AND AFFIDAVIT IN SUPPORT OF APPLICATION FOR SUBSTITUTION OF COUNSEL** was served by first-class mail delivery upon:

Bruce R. Ewing  
Gianfranco G. Mitrione  
DORSEY & WHITNEY LLP  
250 Park Avenue  
New York, New York 10177

Robert Penchina  
LEVINE SULLIVAN KOCH & SCHULZ, LLP  
321 West 44<sup>th</sup> Street, Suite 510  
New York, New York 10036



Robert D. Piliero